

ILLINOIS TOOL WORKS INC
Form 4
September 19, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HANSEN THOMAS J

2. Issuer Name and Ticker or Trading Symbol
ILLINOIS TOOL WORKS INC
[ITW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
09/18/2007

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice Chairman

ILLINOIS TOOL WORKS
INC., 3600 WEST LAKE AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

GLENVIEW, IL 60026

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	09/18/2007		S	1,100 D	\$ 56.17	57,830	D
Common Stock	09/18/2007		S	2,700 D	\$ 56.18	55,130	D
Common Stock	09/18/2007		S	700 D	\$ 56.19	54,430	D
Common Stock	09/18/2007		S	4,200 D	\$ 56.2	50,230	D
Common Stock	09/18/2007		S	1,300 D	\$ 56.21	48,930	D

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Common Stock	09/18/2007	S	3,700	D	\$ 56.22	45,230	D
Common Stock	09/18/2007	S	200	D	\$ 56.23	45,030	D
Common Stock	09/18/2007	S	300	D	\$ 56.24	44,730	D
Common Stock	09/18/2007	S	1,300	D	\$ 56.25	43,430	D
Common Stock	09/18/2007	S	700	D	\$ 56.26	42,730	D
Common Stock	09/18/2007	S	500	D	\$ 56.27	42,230	D
Common Stock	09/18/2007	S	600	D	\$ 56.28	41,630	D
Common Stock	09/18/2007	S	200	D	\$ 56.29	41,430	D
Common Stock	09/18/2007	S	600	D	\$ 56.3	40,830	D
Common Stock	09/18/2007	S	900	D	\$ 56.31	39,930	D
Common Stock	09/18/2007	S	300	D	\$ 56.32	39,630	D
Common Stock	09/18/2007	S	400	D	\$ 56.33	39,230	D
Common Stock	09/18/2007	S	700	D	\$ 56.34	38,530	D
Common Stock	09/18/2007	S	1,500	D	\$ 56.35	37,030	D
Common Stock	09/18/2007	S	500	D	\$ 56.36	36,530	D
Common Stock	09/18/2007	S	900	D	\$ 56.37	35,630	D
Common Stock	09/18/2007	S	1,300	D	\$ 56.38	34,330	D
Common Stock	09/18/2007	S	1,600	D	\$ 56.39	32,730	D
Common Stock	09/18/2007	S	1,500	D	\$ 56.4	31,230	D
Common Stock	09/18/2007	S	1,500	D	\$ 56.41	29,730	D
	09/18/2007	S	2,300	D		27,430	D

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Common Stock					\$ 56.42		
Common Stock	09/18/2007	S	900	D	\$ 56.43	26,530	D
Common Stock	09/18/2007	S	1,300	D	\$ 56.44	25,230	D
Common Stock	09/18/2007	S	500	D	\$ 56.45	24,730	D
Common Stock	09/18/2007	S	1,400	D	\$ 56.46	23,330	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 29.125	09/18/2007		M	1,100	12/11/1999	12/11/2008	Common Stock	37,200
Employee Stock Option	\$ 29.125	09/18/2007		M	2,700	12/11/1999	12/11/2008	Common Stock	36,100
Employee Stock Option	\$ 29.125	09/18/2007		M	700	12/11/1999	12/11/2008	Common Stock	33,400
Employee Stock Option	\$ 29.125	09/18/2007		M	4,200	12/11/1999	12/11/2008	Common Stock	32,700
Employee Stock	\$ 29.125	09/18/2007		M	1,300	12/11/1999	12/11/2008	Common Stock	28,500

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Option									
Employee Stock Option	\$ 29.125	09/18/2007	M	3,700	12/11/1999	12/11/2008	Common Stock	27,200	
Employee Stock Option	\$ 29.125	09/18/2007	M	200	12/11/1999	12/11/2008	Common Stock	23,500	
Employee Stock Option	\$ 29.125	09/18/2007	M	300	12/11/1999	12/11/2008	Common Stock	23,300	
Employee Stock Option	\$ 29.125	09/18/2007	M	1,300	12/11/1999	12/11/2008	Common Stock	23,000	
Employee Stock Option	\$ 29.125	09/18/2007	M	700	12/11/1999	12/11/2008	Common Stock	21,700	
Employee Stock Option	\$ 29.125	09/18/2007	M	500	12/11/1999	12/11/2008	Common Stock	21,000	
Employee Stock Option	\$ 29.125	09/18/2007	M	600	12/11/1999	12/11/2008	Common Stock	20,500	
Employee Stock Option	\$ 29.125	09/18/2007	M	200	12/11/1999	12/11/2008	Common Stock	19,900	
Employee Stock Option	\$ 29.125	09/18/2007	M	600	12/11/1999	12/11/2008	Common Stock	19,700	
Employee Stock Option	\$ 29.125	09/18/2007	M	900	12/11/1999	12/11/2008	Common Stock	19,100	
Employee Stock Option	\$ 29.125	09/18/2007	M	300	12/11/1999	12/11/2008	Common Stock	18,200	
Employee Stock Option	\$ 29.125	09/18/2007	M	400	12/11/1999	12/11/2008	Common Stock	17,900	
Employee Stock Option	\$ 29.125	09/18/2007	M	700	12/11/1999	12/11/2008	Common Stock	17,500	
Employee Stock Option	\$ 29.125	09/18/2007	M	1,500	12/11/1999	12/11/2008	Common Stock	16,800	

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Employee Stock Option	\$ 29.125	09/18/2007	M	500	12/11/1999	12/11/2008	Common Stock	15,300
Employee Stock Option	\$ 29.125	09/18/2007	M	900	12/11/1999	12/11/2008	Common Stock	14,800
Employee Stock Option	\$ 29.125	09/18/2007	M	1,300	12/11/1999	12/11/2008	Common Stock	13,900
Employee Stock Option	\$ 29.125	09/18/2007	M	1,600	12/11/1999	12/11/2008	Common Stock	12,600
Employee Stock Option	\$ 29.125	09/18/2007	M	1,500	12/11/1999	12/11/2008	Common Stock	11,000
Employee Stock Option	\$ 29.125	09/18/2007	M	1,500	12/11/1999	12/11/2008	Common Stock	9,500
Employee Stock Option	\$ 29.125	09/18/2007	M	2,300	12/11/1999	12/11/2008	Common Stock	8,000
Employee Stock Option	\$ 29.125	09/18/2007	M	900	12/11/1999	12/11/2008	Common Stock	5,700
Employee Stock Option	\$ 29.125	09/18/2007	M	1,300	12/11/1999	12/11/2008	Common Stock	4,800
Employee Stock Option	\$ 29.125	09/18/2007	M	500	12/11/1999	12/11/2008	Common Stock	3,500
Employee Stock Option	\$ 29.125	09/18/2007	M	1,400	12/11/1999	12/11/2008	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANSEN THOMAS J ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			Vice Chairman	

Signatures

Thomas J. Hansen by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File

09/19/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Remarks:

The number of transactions requires the filing of three Form 4s. This Form 4 is 2 of 3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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